

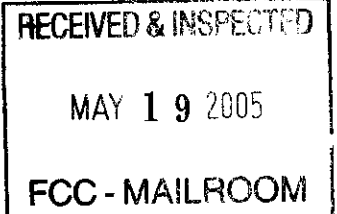


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May 17, 2005

ORIGINAL



Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Ex Parte Notice

Re: Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70.

Dear Ms. Dortch:

Enclosed for the record, as required by Appendix B of the Merger Order in the above-captioned proceeding, is my fifth semi-annual report as Comcast's Corporate Compliance Officer. Please let me know if you have any questions.

Respectfully submitted,

Stanley L. Wang
Corporate Compliance Officer
Comcast Corporation

Attachment

cc: Deborah Klein, Acting Chief, Media Bureau

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MAY 19 2005

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Report of Compliance Officer
On Comcast Compliance with Comcast-AT&T Merger Order Safeguards ("Safeguards")
May 18, 2005

Re: Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70.

A. Background

On November 18, 2004, I submitted the fourth semi-annual Compliance Report ("Report") as Comcast's Compliance Officer as required by the Safeguards detailed in Appendix B of the Merger Order in the above-captioned proceeding. A Supplemental Report was filed on December 17, 2004. Today's Report covers the period from November 19, 2004 through May 18, 2005.

B. Process

As Comcast's Compliance Officer, I have been authorized to conduct any investigations necessary to perform the duties of my position, and no limitations have been imposed on my ability to conduct such investigations.

On October 22, 2004, I prepared, with the advice of counsel, a memorandum summarizing Comcast's obligations under the Safeguards. This memorandum was addressed to the senior executive officers of Comcast and the senior executives of Comcast's video programming businesses, and was distributed to approximately 70 officers and executives of Comcast and its subsidiaries and affiliates. Each officer and executive was instructed to review the memorandum; distribute a copy to all other appropriate Comcast employees and take necessary steps to assure that these employees comply with the Safeguards; report any instances of potential noncompliance; and return to me a signed acknowledgement that he or she has performed these requirements, and that he or she personally understands, will comply with, and, to date, has complied with the Safeguards. In addition to imposing the above requirements, the memorandum encouraged all Comcast employees to contact Arthur R. Block, General Counsel for Comcast, or myself, if they had questions regarding the Safeguards.

C. Results

As indicated in the December 17, 2004 Supplemental Report, I have received and reviewed signed acknowledgments of compliance with the Safeguards from officers and senior executives of Comcast and officers and senior executives of Comcast's video programming subsidiaries and affiliates. In addition, during the period commencing November 20, 2004 through May 18, 2005, I have consulted with Arthur R. Block, General Counsel for Comcast with reference to the

structure of the agreements for the purchase out of bankruptcy of certain cable television assets of Adelphia Communications Corporation pursuant to a joint bid by Comcast and Time Warner Cable, the lack of any Safeguard issues raised by the purchase, and ongoing compliance with the Safeguards.

D. Conclusion

I have evaluated Comcast's compliance with the requirements of the Safeguards from November 19, 2004 to the present, and based on this evaluation, I can report that Comcast has complied with the Safeguards. As noted, my investigations, analysis, and opinions regarding Comcast's compliance with the Safeguards have in no way been restricted or limited by Comcast. I personally am unaware of any potential acts of noncompliance, and the acknowledgements returned to me by Comcast officers or executives certify that such acts have not occurred by those officers or executives, that those officers or executives are unaware of any acts of noncompliance, and that those officers and executives have ensured that other appropriate Comcast employees are aware of the Safeguards and have not engaged in such acts of noncompliance.